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Incoming
4/007/2035
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From: "Brian W. Burnett" <brianburnett@cnmlaw.com>
To: "Angela Nance" <angelanance@utah.gov>
Date: 4/14/2009 6:49 PM
Subject: Sunnyside Cogeneration Associates - Escrow Agreement Rider
Attachments: Escrow Agreement Rider.DOC

Angela:

Attached please find a draft of the documents that I believe we need to sign to accomplish the change in bond amount for Sunnyside Cogeneration Associates. Please review these documents and let me know if they are acceptable. Thereafter, I will have them executed. Thanks!! Also, is John Baza the Director or the Acting Director?

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Bond Number:

RIDER

PLEDGE AND ESCROW AGREEMENT

This rider is intended to modify the Pledge and Escrow Agreement ("Agreement"), dated January 4, 2002 made and entered into by and among Wells Fargo Bank Northwest, National Association, as escrow agent (the "Escrow Agent"), Sunnyside Cogeneration Associates, a joint venture between Sunnyside Holdings I, Inc., A Delaware Corporation, and Sunnyside II, L.P., A Delaware Limited Partnership, ("SCA"), and the State of Utah, Division of Oil, Gas & Mining ("DOGM") , regarding Permit No. C/007/035.

It is mutually understood and agreed by the Escrow Agent, SCA and DOGM that the bond amount is hereby increased from \$1,747,000 to \$1,775,000. All other items and conditions of said bond except as herein expressly modified shall remain unchanged.

The rider shall be effective as of the 22nd of February, 2006.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Escrow
Agent

By: _____
Name: _____
Title: _____
Date: _____

UTAH DIVISION OF OIL, GAS &
MINING, a Division of the Department of
Natural Resources

By: _____
Name: _____
Title: _____
Date: _____

SUNNYSIDE COGENERATION
ASSOCIATES, a Utah joint venture,
composed of:

By: SUNNYSIDE HOLDINGS I,
INC., a Delaware corporation, a
joint venture partner

By: _____
Name: Greg B. Lawyer
Title: President
Date: _____

By: SUNNYSIDE II, L.P., a Delaware
limited partnership, a joint venture
partner

By: SUNNYSIDE II, INC., a
Delaware corporation, the
general partner of
Sunnyside II, L.P.

By: _____
Name: Stephen B. Gross
Title: Vice President
Date: _____

EXHIBIT "D"

Stipulation to Revise Reclamation Agreement (Non-Federal)

Permit Number: C/007/035

Effective Date: 02/22/2006

Bond Number:

COAL
STIPULATION TO REVISE RECLAMATION AGREEMENT
--ooOOoo--

This **STIPULATION TO REVISE RECLAMATION AGREEMENT** entered into by and between, Sunnyside Cogeneration Associates, the **PERMITTEE** and **DIVISION** incorporates the following revisions or changes to the **RECLAMATION AGREEMENT**:
(Identify and Describe Revisions below)

As a result of SCA's bond renewal amendment submitted on December 12, 2005 and approved on February 22, 2006, the bond amount is revised from \$1,747,000 to \$1,775,000 with a rider to the Pledge and Escrow Agreement (originally dated January 4, 2002).

In accordance with this **STIPULATION TO REVISE RECLAMATION AGREEMENT**, the following Exhibits have been replaced by the **PERMITTEE** and are approved by the **DIVISION**.

- ☐ Replace the Reclamation agreement in its entirety.
- ☐ Replace Exhibit "A"- permit area.
- ☐ Replace Exhibit "B"- bonding agreement
- ☐ Replace Exhibit "C"- liability insurance

The bonding amount is revised from \$1,747,000 to \$1,775,000.

The bonding type is changed from _____ to _____.

The surface disturbance is revised from _____ acres to _____ acres.

The expiration date is revised from _____ to _____.

The liability insurance carrier is changed from _____ to _____.

The amount of insurance coverage for bodily injury and property damage is changed from \$_____ to \$_____.

IN WITNESS WHEREOF, Sunnyside Cogeneration Associates, the **PERMITTEE** has hereunto set its signature and seal this _____ day of _____, 2009.

PERMITTEE

SUNNYSIDE COGENERATION ASSOCIATES, a Utah joint venture, composed of:

By: SUNNYSIDE HOLDINGS I, INC., a Delaware corporation, a joint venture partner

By: _____
Name: Greg B. Lawyer
Title: President
Date: _____

By: SUNNYSIDE II, L.P., a Delaware limited partnership, a joint venture partner

By: SUNNYSIDE II, INC., a Delaware corporation, the general partner of Sunnyside II, L.P.

By: _____
Name: Stephen B. Gross
Title: Vice President
Date: _____

ACCEPTED BY THE STATE OF UTAH this _____ day of _____, 2009.

Director, Division of Oil, Gas and Mining

NOTE: An **Affidavit of Qualification** must be completed and attached to this form for each authorized agent or officer. Where one signs by virtue of Power of Attorney for a company, such Power of Attorney must be filed with this Agreement. If the **PERMITTEE** is a corporation, the Agreement shall be executed by its duly authorized officer.

**AFFIDAVITS
OF
QUALIFICATION**

Bond Number:

AFFIDAVIT OF QUALIFICATION
DIRECTOR
--000000--

John Baza, being first duly sworn under oath, deposes and says that he is the Director for the Division of Oil, Gas and Mining, Department of Natural Resources, State of Utah; and that he is duly authorized to execute and deliver the foregoing obligations; and that said Acting Director is authorized to execute the same by authority of laws on behalf of the State of Utah.

John Baza
Director, Division of Oil, Gas and Mining

STATE OF _____)
) ss:
COUNTY OF _____)

Subscribed and sworn to before me this _____ day of _____ 2009.

Notary Public

My Commission Expires:

_____, 20____.

Bond Number:

**AFFIDAVIT OF QUALIFICATION
PERMITTEE
--ooOOoo--**

We, Greg B. Lawyer and Stephen B. Gross, being first duly sworn under oath, depose and say that we are the authorized agents of Sunnyside Cogeneration Associates; and that we are duly authorized to execute and deliver the foregoing obligations; and that said PERMITTEE is authorized to execute the same and has complied in all respects with the laws of Utah in reference to commitments, undertakings and obligations herein regarding Permit No. C/007/035.

SUNNYSIDE COGENERATION ASSOCIATES, a
Utah joint venture, composed of:

By: SUNNYSIDE HOLDINGS I, INC., a
Delaware corporation, a joint venture
partner

By: _____
Name: Greg B. Lawyer
Title: President

By: SUNNYSIDE II, L.P., a Delaware limited
partnership, a joint venture partner

By: SUNNYSIDE II, INC., a Delaware
corporation, the general partner of
Sunnyside II, L.P.

By: _____
Name: Stephen B. Gross
Title: Vice President

Bond Number:

SUNNYSIDE HOLDINGS I, INC.

STATE OF _____)
) ss:
COUNTY OF _____)

Subscribed and sworn to before me this _____ day of April, 2009.

Notary Public

My Commission Expires:

_____, 20____.

SUNNYSIDE II, L.P.

STATE OF _____)
) ss:
COUNTY OF _____)

Subscribed and sworn to before me this _____ day of April, 2009.

Notary Public

My Commission Expires:

_____, 20____.

Bond Number: 12167700

AFFIDAVIT OF QUALIFICATION
INSTITUTION (Bank or Agency)
--oo00oo--

I, Carl Mathis, being first duly sworn under oath, deposes and says that he is an Assistant Vice President of Wells Fargo Bank Northwest, National Association; and that he is duly authorized to execute and deliver the foregoing obligations; and that said INSTITUTION (Bank) is authorized to execute the same and has complied in all respects with the laws of Utah in reference to commitments, undertakings and obligations herein regarding Permit No. C/007/035.

Carl Mathis
Assistant Vice President

STATE OF _____)
) ss:
COUNTY OF _____)

Subscribed and sworn to before me this _____ day of _____ 2009.

Notary Public

My Commission Expires:

_____, 20____.